

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MINNESOTA**

---

In re:	Joint Administration Pending
WYNIT DISTRIBUTION, LLC, <i>et al.</i> <sup>1</sup>	Case No. 17-42726
Debtors.	Chapter 11 Cases

---

**DECLARATION OF RELATEDNESS OF CHAPTER 11 CASES**

---

I, Peter A. Richichi, declare as follows:

1. I am the Chief Operating Officer of the above captioned debtors (the "Debtors"). I submit this declaration to comply with the Instructions for Filing a Chapter 11 Case in the United States Bankruptcy Court for the District of Minnesota.

2. On September 8, 2017, the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Minnesota.

3. All of the Debtors are related entities. An organization chart is attached to this Declaration as Exhibit A.

4. Wynit Distribution, LLC is owned in equal shares by it two members: Marathon Holding Company, Inc. and Wynit, Inc.

5. Marathon Holding Company, Inc. is owned entirely by Pete Richichi and seventy-eight percent of the shares in Wynit, Inc. are owned by Geoffrey Lewis.

---

<sup>1</sup> The Debtors in these chapter 11 cases are the following: Wynit Distribution, LLC (Case No. 17-42726), WD Navarre Distribution, LLC (Case No. 17-42728), WD Encore Software, LLC (Case No. 17-42729), WD Navarre Digital Services, LLC (Case No. 17-32865), WD Navarre Holdings, LLC (Case No. 17-32864), Wynit Holdings, Inc. (Case No. 17-32866), WD Navarre Canada, ULC (Case No. 17-32867).

6. Wynit Distribution, LLC owns the entire membership interest in WD Navarre Holdings, LLC.

7. WD Navarre Holdings, LLC owns the entire membership interest in WD Navarre Distribution, LLC, WD Navarre Digital Services, LLC, and WD Encore Software, LLC.

8. Pete Richichi and Geoffrey Lewis each also own equal shares of the company Wynit Holdings, Inc.

9. Wynit Holdings, Inc. owns all of the shares in WD Navarre Canada, ULC.

10. Each of the Debtors, other than WYNIT Holdings, Inc., is a borrower under a Credit Agreement, dated November 29, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the "Wells Credit Agreement"), under which Wells Fargo Capital Finance, as administrative agent for itself and other participating lender (collectively, the "Lender Group"), has authority to act as secured lender.

11. The Wells Credit Agreement is the primary operating credit facility for the WYNIT organization as a whole.

12. Each of the Debtors other than WYNIT Holdings, Inc. also executed a security agreement dated November 29, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the "Wells Security Agreement") in favor of the Lender Group to secure performance of terms and obligations arising under the Wells Credit Agreement and, under the Security Agreement, each signing Debtor purported to grant Wells Fargo Capital Finance, for the benefit of itself and the Prepetition Senior Lenders, a first priority security interest in and continuing lien on substantially all of each such Debtor's assets and property, and all proceeds, products, accessions, rents, and profits thereof, in each case whether then owned or existing or thereafter acquired or arising.

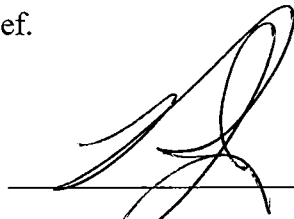
13. WYNIT Holdings, Inc. signed a guaranty of the other Debtors' obligations under the Wells Credit Agreement.

14. The Debtors operate under the same trade name of "WYNIT," utilize common bank accounts as part of their unified cash management system, which is centrally administered on behalf of the Debtors, and all of the Debtors are managed by the same officers.

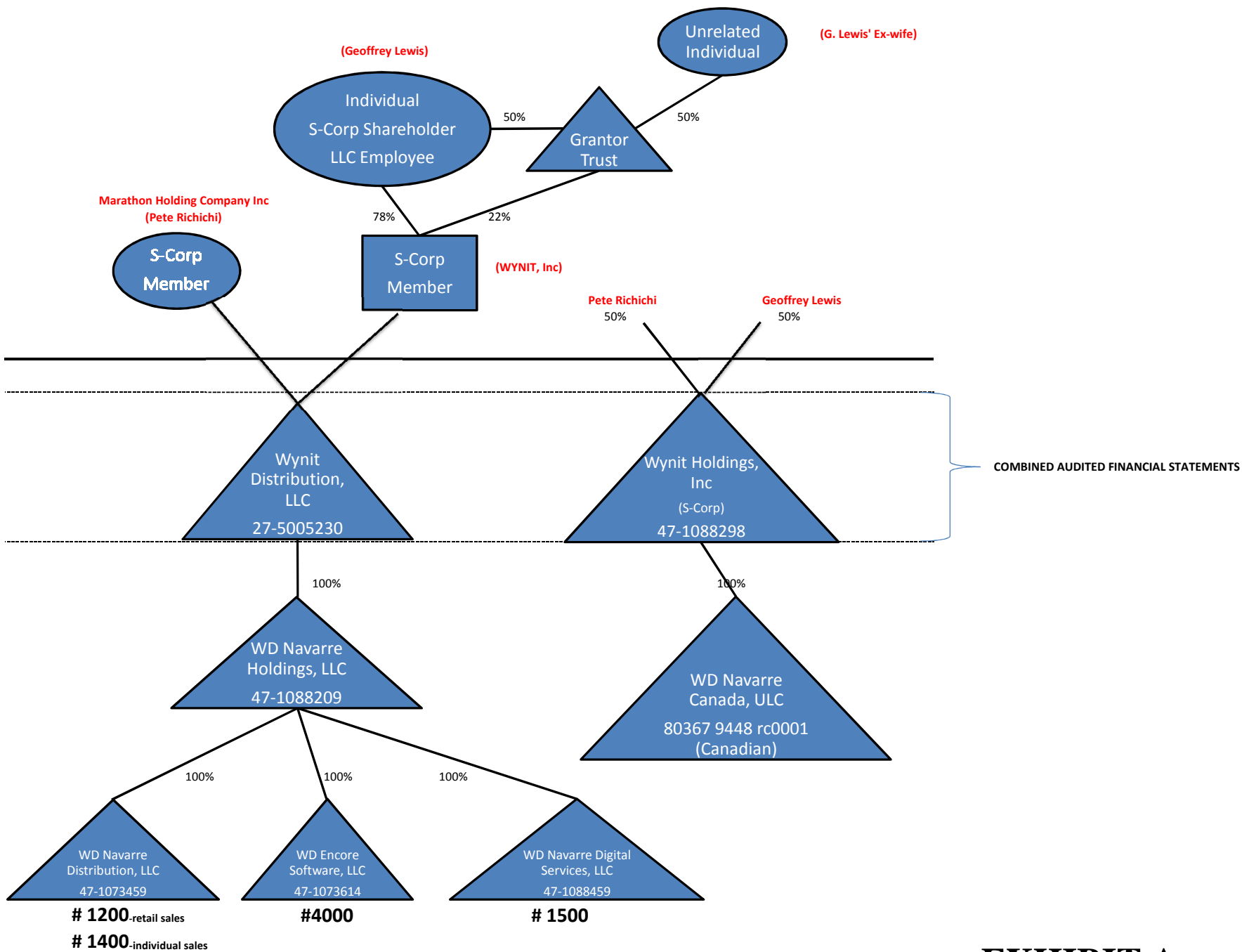
15. The Debtors intend to file an expedited motion for joint administration for their Chapter 11 cases.

I declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information, and belief.

Dated: September 8, 2017

  
\_\_\_\_\_  
Peter A. Richichi  
Chief Operating Officer of the Debtors

Wynit  
Organizational Structure



**EXHIBIT A**